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REFERENCE : 955578 4302407

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : January 5, 2001

ORDER TIME : 10:14 AM

ORDER NO. : 955578-005

CUSTOMER NO: 4302407

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CUSTOMER: John Vincenti, Esq
Vincenti & Vincenti, P.c.

Three New York Plaza
Floor 14
New York, NY 10004

DOMESTIC FILING

NAME: LATIN AMERICAN NAUTILUS
SERVICE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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CONTACT PERSON: Norma Hull - EXT. 1115
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LATIN AMERICAN NAUTILUS SERVICE INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Latin American Nautilus Service Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 5201 Blue Lagoon Drive, Penthouse, Miami, FL 33126.

The mailing address, wherever located, of the corporation is 5201 Blue Lagoon Drive, Penthouse, Miami, FL 33126.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

John V. Vincenti

ADDRESS

Vincenti & Vincenti, P.C.
Three New York Plaza, 14th Floor
New York, New York 10004
(212) 509-4600

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of

any shares, bonds, securities or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are as follows:

To carry on a general communications and internet services business; to engage in the planning, designing and development of communications networks of any kind; the monitoring and maintenance of any such communications networks; the development of related business, including the design, development, management and marketing of communications and information technology products, services and systems; and the supply of consulting services respecting communications and related administrative and financial services.

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

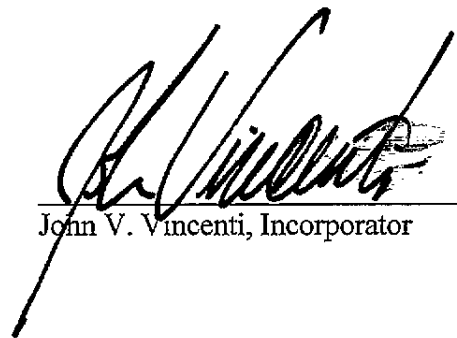
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

All the activities described above shall be carried out in compliance with the applicable statutory and regulatory provisions of the laws of Florida and of the laws of the United States of America.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserved at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on: January 5, 2001



John V. Vincenti, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am fully familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
[Name], [Title]

Date: 1-8-01

**Laura R. Dunlap
as its agent**

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